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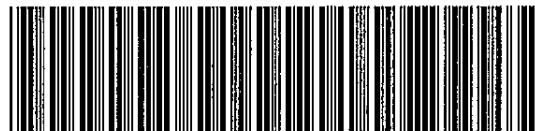
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TALLAHASSEE, FLORIDA

~~NA~~



CORPORATION SERVICE COMPANY*

ACCOUNT NO. : 072100000032

REFERENCE : 599803 4331939

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : April 29, 2004

ORDER TIME : 9:48 AM

ORDER NO. : 599803-005

CUSTOMER NO: 4331939

CUSTOMER: Ms. Suzanne S. Killeen
Greenberg Traurig, P.a.

401 East Las Olas Boulevard
Ste 2000
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: CARMAC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

*F. 1 2
L 5 6*



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 30, 2004

CSC

SUBJECT: CARMAC, INC.
Ref. Number: W04000016681

We have received your document for CARMAC, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
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Letter Number: 204A00029448

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**ARTICLES OF INCORPORATION
OF**

**CARMAC HOLDINGS, INC.
(a Florida corporation)**

Pursuant to Florida Statutes Section 607.0201, the undersigned hereby submits the following Articles of Incorporation of CARMAC HOLDINGS, INC., a corporation being organized under the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation is CARMAC HOLDINGS, INC., hereinafter called the "Corporation").

ARTICLE II

Purpose

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA"), including any amendments thereto.

ARTICLE III

Initial Principal Office

The street address and mailing address of the initial principal office of the Corporation is 1126 S. Federal Highway, #193, Fort Lauderdale, Florida 33316.

ARTICLE IV

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.01	COMMON VOTING

ARTICLE V

Initial Registered Agent

The street address of the initial registered office of the Corporation is 1305 SE 11th Court, Fort Lauderdale, Florida 33316. The name of the initial registered agent of the Corporation at that address is CARI E. McCORMACK.

ARTICLE VI
Incorporator

The name and address of the sole incorporator of the Corporation is JUDITH E. RUSSELL, 1079 Bird Avenue, San Jose, California 95125.

ARTICLE VII
Initial Board of Directors

The Corporation's Board of Directors (the "Board of Directors") shall consist of not fewer than one (1) nor more than six (6) directors, and shall initially consist of four (4) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation.

The name and address of the initial directors of the Corporation are: (1) JUDITH E. RUSSELL, 1079 Bird Avenue, San Jose, California 95125; (2) JAMES RUSSELL, 1079 Bird Avenue, San Jose, California 95125, (3) CARI E. McCORMACK, 1305 SE 11th Court, Fort Lauderdale, Florida 33316, and (4) MICHAEL H. McCORMACK, 1305 SE 11th Court, Fort Lauderdale, Florida 33316.

ARTICLE VIII
Limitation on Director Liability

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) as provided in Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE IX
Indemnification

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE X

Bylaws

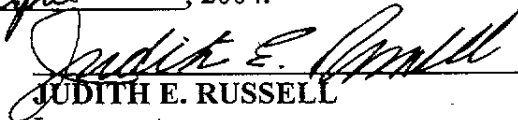
The Board of Directors shall adopt the initial Bylaws of the Corporation for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may thereafter be amended, altered, or repealed and new Bylaws may be adopted as provided in the Corporation's Bylaws. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation.

ARTICLE XI

Amendment

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

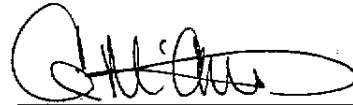
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of this 28th day of April, 2004.
CARMAC HOLDINGS, INC.



JUDITH E. RUSSELL
Incorporator

**CONSENT OF REGISTERED AGENT
OF
CARMAC, INC.**

The undersigned, CARI E. McCORMACK, having been named as registered agent and to accept service of process for ^{CARMAC}~~HOLDINGS, INC.~~ a Florida corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.



CARI E. McCORMACK, Registered Agent

Date: 4-28-04

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2004 MAY -4 P 12:59
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TALLAHASSEE, FLORIDA